

## NOTICE OF 38<sup>TH</sup> ANNUAL GENERAL MEETING

### SCHNEIDER ELECTRIC PRESIDENT SYSTEMS LIMITED

CIN: U32109KA1984PLC079103

Regd. Office: 5C/1, KIADB Industrial Area, Attibele, Bengaluru-562107, Karnataka, Phone: 080 67888300

Website: [www.schneiderelectricpresident.com](http://www.schneiderelectricpresident.com); E-mail: [sapna.bhatia@se.com](mailto:sapna.bhatia@se.com)

### NOTICE

**NOTICE** is hereby given that the Thirty-Eighth (38<sup>th</sup>) Annual General Meeting (“**AGM/Meeting**”) of the Members of Schneider Electric President Systems Limited (“**Company**”) will be held on Tuesday, September 13, 2022 at 3.30 p.m. (IST) through Video Conferencing (“**VC**”)/Other Audio-Visual Means (“**OAVM**”) to transact the following business(es):

#### ORDINARY BUSINESS

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 including audited Balance Sheet as at March 31, 2022, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon and in this regard, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2022 including audited Balance Sheet as at March 31, 2022, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon laid before this Meeting, be and are hereby received, considered and adopted.”

- To re-appoint Mr. Srinivasa Narasimhan (DIN:08488167), who retires by rotation and being eligible, offers himself for re-appointment as Director and in this regard, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Srinivasa Narasimhan (DIN: 08488167), who retires by rotation and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

#### SPECIAL BUSINESS

- To consider appointment of Mr. Shivaprasad Srinivas (DIN:09530278) as the Whole-Time Director of the Company in professional capacity effective from March 08, 2022, and, in this regard, to pass the following Resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Articles of Association of the Company, Mr. Shivaprasad Srinivas (DIN: 09530278), who was appointed as an Additional Director and Whole-Time Director of the Company by the Board of Directors with effect from March 08, 2022 based on the recommendation of the Nomination and Remuneration Committee of the Board and who holds the office upto the date of this 38<sup>th</sup> Annual General Meeting or the last date on which the Annual General Meeting for the financial year should have been held, whichever is earlier and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any amendment thereto or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to the such other approvals/permissions, if any, as may be necessary and as per the recommendations of the Nomination and Remuneration Committee of the Board of Directors, approval of the members be and is hereby accorded for the appointment of Mr. Shivaprasad Srinivas (DIN: 09530278) as a Whole-Time Director of the Company in Professional capacity for a period of three (3) years effective from March 08, 2022 until March 07, 2025 on terms and conditions including remuneration as mentioned in

the appointment agreement/letter, material terms of which are set out in the statement under Section 102 of the Act, attached to this Notice.

**RESOLVED FURTHER THAT** pursuant to provisions of Section 2(51) and Section 203 of the Act, Mr. Shivaprasad Srinivas be and is hereby designated as Key Managerial Personnel of the Company.

**RESOLVED FURTHER THAT** the Board of Directors on the recommendation of the Nomination & Remuneration Committee, be and is hereby authorized to alter/increase/revise/vary, the terms and conditions of appointment and/or remuneration from time to time, during the tenure of his appointment as per the Company policy for annual assessments and increments.

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company, be and is hereby authorized severally to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

4. To consider appointment of Mr. Arnab Roy (DIN: 02522674) as a Non-Executive Director of the Company effective from April 01, 2022, and in this regard, to pass, the following Resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the provisions of the Article of Association of the Company, Mr. Arnab Roy (DIN: 02522674), who was appointed as an Additional Director (Non-Executive) by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, with effect from April 01, 2022 and who holds office up to the date of this 38<sup>th</sup> Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

5. To ratify the remuneration of cost auditors for the financial year ended March 31, 2023 and, in this regard, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of INR 110,000/- (Indian Rupees One Lakh and Ten Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses, for the financial year ending March 31, 2023 as recommended by the Audit Committee and approved by the Board of Directors, to be paid to M/s. Rao, Murthy & Associates, Cost Accountants, Bengaluru (Firm Registration No.000065), appointed by the Board of Directors, to conduct the audit of the cost records of the Company, be and is hereby ratified.”

6. To consider and approve, participation in the Worldwide Employee Share Ownership Plan (WESOP) scheme, and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** in accordance with the provisions of Section 67 and other applicable provisions of the Companies Act, 2013 and the rules, regulations, circulars, guidelines prescribed by any other authority, from time to time, to the extent applicable, approval of the Shareholders, be and is hereby accorded to participate in the Worldwide Employee Share Ownership Plan (WESOP/Scheme) of the Ultimate Holding Company Schneider Electric SE France and to ratify the financial assistance provided by the Company pursuant to Scheme to the employees of the Company during the year 2022-23.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to make modification(s), suspend, withdraw or revive the Scheme as suggested by the Schneider Electric SE France from time to time, and to approve, support by means of financial assistance or any other kind of support for the benefit of such person (s) who are/will be in the employment of the Company including Whole-Time Director(s)/ Non-Executive Directors(s), Key Managerial Personnels of the Company and to approve such number of shares and at such price, in such a manner, during such period in one or more tranches as it may deem fit under the Scheme.

**RESOLVED FURTHER THAT** the Board of Directors, be and are hereby authorized to delegate all or any of its powers to any Committee of Directors, Company Secretary or to any office of the Company to give effect to this resolution and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary and to settle any question, difficulty or doubt whatsoever, as may arise with respect to the Scheme.”

By Order of the Board of Directors  
**For Schneider Electric President Systems Limited**

**Date:** May 31, 2022

**Place:** Bengaluru

**Sapna Bhatia**  
**Company Secretary**  
**ACS: 32349**

**Regd. Office:** Plot 5C/I,  
KIADB Industrial Area, Attibele,  
Bengaluru -562107, Karnataka

**Notes:**

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out material facts concerning the special businesses to be transacted at the 38<sup>th</sup> Annual General Meeting (“38<sup>th</sup> AGM”/ “Meeting”), is annexed hereto forming part of this Notice. The Board of Directors of the Company at its meeting held on May 31, 2022, considered that the special business under Item Nos. 3 to 6 being unavoidable, be transacted at the 38<sup>th</sup> AGM of the Company.
2. **GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE 38<sup>TH</sup> AGM THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS (VC/OAVM) AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING:**

- (a) In view of the continued impact of COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 2/2022 dated May 5, 2022 read with General Circular Nos. 21/2021, 19/2021, 02/2021, 20/2020, 17/2020 and 14/2020 dated December 14, 2021, December 08, 2021, January 13, 2021, May 5, 2020, April 13, 2020 and April 8, 2020 respectively and other relevant circulars in this regard, issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”), permitted to hold the Annual General Meeting for the financial year 2021-22 through VC/OAVM, without the physical presence of the Members at a common venue.

Accordingly, the 38<sup>th</sup> AGM is being convened electronically through VC/OAVM. The deemed venue for the 38<sup>th</sup> AGM shall be the Registered Office of the Company at 5C/I, KIADB Industrial Area, Attibele, Bengaluru-562107, Karnataka, India.

- (b) In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for this 38<sup>th</sup> AGM. However, in pursuance of Section 113 of the Act, Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at [rupesh@cacsindia.com](mailto:rupesh@cacsindia.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and may also upload the same in the e-Voting module in their login.
- (c) Members attending the 38<sup>th</sup> AGM electronically through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (d) KFin Technologies Limited (“KFinTech”) has been engaged to facilitate the participation of the Members in the 38<sup>th</sup> AGM and to provide e-Voting facility (remote e-Voting and e-Voting at the AGM) for casting the votes electronically in terms of provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules 2014, (as amended), Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) read with the MCA Circulars.

- (e) The 38<sup>th</sup> AGM to be conducted through VC/OAVM, allows two-way teleconferencing for the ease of participation of the Members. Members may join the 38<sup>th</sup> AGM through VC/OAVM by following the procedure as mentioned below which shall be kept open from 3:00 p.m. (IST) i.e., 30 minutes before the time scheduled to start the 38<sup>th</sup> AGM on Tuesday, September 13, 2022.
- (f) Members may note that the VC/OAVM provided by KFinTech, allows participation of at least one thousand (1000) Members, on first-come-first serve basis. The large shareholders (i.e., shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnels, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 38<sup>th</sup> AGM without any restriction on account of first-come-first-serve principle.
- (g) In compliance with the aforesaid MCA Circulars, Annual Report 2021-22 including the Notice ("Annual Report 2021-22") is being sent only through electronic mode to all the Members who have registered their email ids with the Company/Depository Participants (DPs)/ Company's Registrar and Share Transfer Agent and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on **Friday, August 05 2022**, i.e. the Record Date fixed by the Company for the purpose of sending the Annual Report 2021-22 to the Members of the Company.

The Members may note that Annual Report 2021-22 will also be available on the Company's website at [www.schneiderelectricpresident.com](http://www.schneiderelectricpresident.com) and on the website of KFinTech i.e. <https://evoting.kfintech.com/>

- (h) Since the 38<sup>th</sup> AGM will be held through VC/OAVM, the Route Map and attendance slip are not annexed to this Notice.

### 3. PROCESS FOR THOSE MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF EMAIL IDS FOR E-VOTING ON THE RESOLUTIONS SET OUT IN THIS NOTICE:

- (a) Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the 38<sup>th</sup> AGM or cast their vote through remote e-Voting or through the e-Voting system during the Meeting, may obtain the login ID and password by sending scanned copy of: (i) a signed request letter mentioning name, folio number and complete address; and (ii) self-attested scanned copy of the PAN Card and any document (such as Driving License, Bank Statement, Election Card, Passport, AADHAR Card) in support of the address of the Member as registered with the Company, to the email address of the Company Secretary at [sapna.bhatia@se.com](mailto:sapna.bhatia@se.com) or Registrar & Share Transfer Agent, Universal Capital Securities Private Limited (RTA) at [gamare@uniseq.in](mailto:gamare@uniseq.in) or to KFinTech at [evoting@kfintech.com](mailto:evoting@kfintech.com).
- (b) In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID); (ii) self-attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self-attested scanned copy of the PAN Card, to the email address of the Company Secretary at [sapna.bhatia@se.com](mailto:sapna.bhatia@se.com) or RTA at [gamare@uniseq.in](mailto:gamare@uniseq.in) or to KFinTech at [evoting@kfintech.com](mailto:evoting@kfintech.com).

### 4. INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE 38<sup>TH</sup> AGM ARE AS UNDER:

- (a) Upon declaration by the Chairman about the commencement of e-Voting at 38<sup>th</sup> AGM, members shall click on the Thumb sign on the left bottom corner of the video screen for voting at the 38<sup>th</sup> AGM, which will take them to the "Instapoll" page.
- (b) Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- (c) Only those Members, who will be present in the 38<sup>th</sup> AGM through VC/OAVM and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the 38<sup>th</sup> AGM.
- (d) The Members who have cast their vote by remote e-Voting prior to the 38<sup>th</sup> AGM may also participate in the 38<sup>th</sup> AGM through VC/OAVM but shall not be entitled to cast their vote again.

## 5. INSTRUCTIONS FOR MEMBERS FOR PARTICIPATING IN THE 38<sup>TH</sup> AGM THROUGH VC/OAVM ARE AS UNDER:

- (a) Members will be provided with a facility to attend the 38<sup>th</sup> AGM through Video Conferencing (VC) platform provided by Kfintech. Members may access the same at <https://emeetings.kfintech.com/> and click on the “video conference” and access the shareholders/members login by using the remote e-Voting credentials. The link for 38<sup>th</sup> AGM will be available in shareholder/members login where the EVENT and the name of the Company can be selected.
- (b) Please note that the Members who have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions.
- (c) Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- (d) Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the Meeting.
- (e) The Company has made all efforts to arrange the VC/OAVM meeting smoothly. However, Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot, may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- (f) Members, who would like to express their views or ask questions on the financial statements of the Company or any other matter to be placed at the 38<sup>th</sup> AGM, during the 38<sup>th</sup> AGM, will have to visit <https://emeetings.kfintech.com/> and click on “Post your Questions” or register themselves as Speaker by clicking on “Speaker Registration” by mentioning the demat account number/folio number, city, email id, mobile number and submit. The **Speaker registration** or the option for posting the questions shall be available from **Saturday, September 10, 2022 from 09:00 a.m. (IST) till Monday, September 12, 2022 up to 05:00 p.m. (IST)**. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the 38<sup>th</sup> AGM.
- (g) A video guide assisting the members for attending the 38<sup>th</sup> AGM either as a speaker or participant is available for quick reference at: <https://emeetings.kfintech.com/video/howitworks.aspx>.
- (h) Members who need technical assistance before or during the 38<sup>th</sup> AGM, may contact Kfintech at [evoting@kfintech.com](mailto:evoting@kfintech.com) or helpline at 1800 309 4001 (toll free).

## 6. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

- (a) The remote e-Voting will be available during the following period:

|                                 |  |
|---------------------------------|--|
| Commencement of remote e-Voting | From 9:00 a.m. (IST) on Saturday, September 10, 2022 |
| End of remote e-Voting          | Up to 5:00 p.m. (IST) on Monday, September 12, 2022  |

The remote e-Voting will not be allowed beyond the aforesaid date and time and the e-Voting module shall be disabled by Kfintech upon expiry of aforesaid period. Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently.

- (b) Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the DPs as on Tuesday, September 06, 2022, i.e., the “Cut-off Date” shall only be entitled to avail the facility of remote e-Voting and e-Voting at the 38<sup>th</sup> AGM. Any person who is not a Member on the Cut-off Date should treat the notice for information purposes only.
- (c) **Process and manner for remote e-Voting:**

The individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Members are advised to update their mobile number and email address in their demat account in order to access remote e-Voting facility.



## Login method for e-Voting:

### I. Individual members (holding securities in demat mode) login through DPs:

#### NSDL:

##### 1. User already registered for IDeAS facility:

- I. URL: <https://eservices.nsdl.com/>.
- II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.
- III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”.
- IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.

##### 2. User not registered for IDeAS e-Services

- I. To register click on link: <https://eservices.nsdl.com> or <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- II. Select “Register Online for IDeAS”
- III. Proceed with completing the required fields.

##### 3. By visiting the e-Voting website of NSDL

- I. URL: <https://www.evoting.nsdl.com/>
- II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- III. Enter User ID (i.e., 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- IV. Post successful authentication, you will be redirected to NSDL site wherein you can see e-Voting page.
- V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

#### CDSL:

##### 1. Existing user who has opted for Easi /Easiest

- I. URL: <https://web.cdslindia.com/myeasinew/home/login> or URL: [www.cdslindia.com](http://www.cdslindia.com)
- II. Click on New System Myeasi
- III. Login with user id and password.
- IV. Option will be made available to reach e-Voting page without any further authentication.
- V. Click on e-Voting service provider name to cast your vote.

##### 2. User not registered for Easi/Easiest

- I. Option to register is available at <https://web.cdslindia.com/myeasinew/Registration/EasiRegistration> or/ and <https://web.cdslindia.com/myeasinew/Registration/EasiestRegistration>
- II. Proceed with completing the required fields.

##### 3. By visiting the e-Voting website of CDSL

- I. URL: [www.cdslindia.com](http://www.cdslindia.com).
- II. Provide demat Account Number and PAN.
- III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
- IV. After successful authentication, user will be provided links for the respective ESP (E-voting Service Provider) where the e-Voting

### II. Individual Members (holding securities in demat mode) login through their DPs

You can also login using the login credentials of your demat account through your DPs registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites.

| Members facing any technical issue - NSDL  | Members facing any technical issue - CDSL   |
|--|---|
| Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.1800 1020 990 and 1800 22 44 30 | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43. |

### III. Login method for Non-Individual Members and Members holding securities in Physical Form

- Initial password is provided in the body of the email.
- Launch internet browser and type the URL: <https://evoting.kfintech.com/> in the address bar.
- Enter the login credentials i.e., User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFintech for e-Voting, you can use your existing User ID and password for casting your votes.
- After entering the details appropriately, click on LOGIN.
- You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$ etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the EVENT i.e., Schneider Electric President Systems Limited.
- On the voting page, the number of shares (which represents the number of votes) held by you as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-Voting User Manual available at the 'download' section of <https://evoting@kfintech.com> or call KFintech on 1800 309 4001 (toll free).

### 7. OTHER INFORMATION/ GUIDELINES FOR MEMBERS:

- The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.
- Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Notice of 38<sup>th</sup> AGM and holds shares as on the Cut-off Date can obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com) or [sapna.bhatia@se.com](mailto:sapna.bhatia@se.com). However, if you are already registered with KFintech for remote e-Voting then you can use your existing user ID and password/PIN for casting your vote.

- (c) Only a person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off Date shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
  - (d) Mr. Rupesh Aggarwal (ACS 16302 and CP 5673), failing him Mr. Shashikant Tiwari (ACS 28994 and CP 13050), Practicing Company Secretaries from M/s. Chandrasekaran Associates have been appointed as the Scrutinizer to scrutinize the e-Voting in a fair and transparent manner and have communicated their willingness to be appointed and will be available for same purpose.
  - (e) The Scrutinizer shall after the conclusion of e-Voting at the 38<sup>th</sup> AGM, first download the votes cast at the 38<sup>th</sup> AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, who shall then countersign and declare the Result of the voting forthwith, within forty eight (48) hours from the conclusion of the 38<sup>th</sup> AGM.
  - (f) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.schneiderelectricpresident.com](http://www.schneiderelectricpresident.com) and on the website of KFintech at <https://evoting@kfintech.com/> immediately after the declaration of Results by the Chairman or a person authorized by him.
8. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, September 07, 2022, to Tuesday, September 13, 2022 (both days inclusive)**.
  9. Relevant documents referred to in the Notice along with the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and Register of Contracts or Arrangements in which directors are interested under Section 189 of the Act, are open for inspection by the Members electronically and shall remain open for inspection at the 38<sup>th</sup> AGM.
  10. The relevant information regarding particulars of Directors seeking appointment/re-appointment in terms of SS-2 are annexed as **Annexure- I** to this Notice. The Company has received the requisite consents / declarations for their appointments / re-appointments under the Act and the rules thereunder.
  11. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:
    - a) Change in their residential status on return to India for permanent settlement.
    - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
  12. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.
  13. **Appeal to Shareholders:**
    - (i) **DEMAT:** Pursuant to MCA notification dated September 10, 2018 effective from October 02, 2018, transfer of shares in physical mode is prohibited and mandates holding of shares in demat except in case of transmission or transposition. Accordingly, the Company/RTA has stopped accepting any fresh lodgement of transfer of shares in physical form. Members are requested to convert the physical holding to demat through DP. Members may contact the Company for any assistance in the said process of physical to demat of shares.
    - (ii) **REGISTRATION OF NOMINATION AND BANK MANDATE:** Registration of nomination makes easy for dependents to access your investments and set out the proportion of your benefits to the nominees. Registration and/ or updation of bank mandate ensures the receipt of dividend and/or any other consideration timely, faster and easier and more important avoids fraudulent encashment of warrants. Members are requested to submit their bank registration documents i.e., request letter, cancelled cheque and self-attested PAN card & address proof with the Company and/ or DP.
    - (iii) **ELECTRONIC COMMUNICATION:** All notices, financial statements, annual report etc. will be sent to the Members electronically as notified in the Act and Rules made thereunder. It reduces Company's cost of printing and dispatch, ensures timely and speedy intimations, and supports the initiative of green environment. Members are requested to register/ update their e-mail ID by writing to the Company except wherein the shareholding is in demat it may be sent to the respective DP.



- (iv) **GENERAL REQUEST:** At regular intervals verify the address and bank details updated with RTA or DP and intimate the changes if any pertaining to name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., as, and when required.

Do not share your demat account login and password and retain the relevant instruction slips in safe custody.

Obtain periodic statement of your holdings from the concerned DP and verify your holdings periodically.

14. In this Notice and the statement of material facts, the term “shareholder(s)” and “Member(s)” and the term “38<sup>th</sup> AGM” and “Meeting” are used interchangeably.
15. For any queries regarding the matters set out in the Notice or any other investor related queries, the Members may write to Company Secretary at [sapna.bhatia@se.com](mailto:sapna.bhatia@se.com).
16. In adherence to the provisions of Section 125 of the Act, read with Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 the (“IEPF Rules”), 20,758 equity shares of Rs. 10 each in respect of which dividend have not been claimed by the shareholders or unclaimed for a period of consecutive seven (7) years were transferred to the demat account of Investors Education and Protection Fund (IEPF) as per the details given hereunder:

| FY 2008-2009  |                |               |
|---------------|----------------|---------------|
| SHARES HELD   | NO. OF RECORDS | No. OF SHARES |
| NSDL          | 1              | 1             |
| CDSL          | 3              | 173           |
| Physical Form | 38             | 11367         |
| <b>Total</b>  | <b>42</b>      | <b>11541</b>  |

| FY 2009-2010  |                |               |
|---------------|----------------|---------------|
| SHARES HELD   | NO. OF RECORDS | No. OF SHARES |
| NSDL          | 8              | 976           |
| CDSL          | 1              | 1             |
| Physical Form | 26             | 8240          |
| <b>Total</b>  | <b>35</b>      | <b>9217</b>   |

Further, the Shareholder can claim from IEPF Authority both unclaimed dividend amount and the shares transferred to IEPF Demat Account, by making an application in Form IEPF-5 online on the website <https://www.iepf.gov.in/> and by complying with requisite procedure as defined.

## STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 [THE ACT]

The following Statement sets out all material facts relating to the Special Business(es) mentioned in the Notice:

### ITEM NO. 3

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company, have appointed Mr. Shivaprasad Srinivas (DIN:09530278) as an Additional Director and Whole-Time Director, in professional capacity for a period of three (3) years with effect from March 08, 2022 until March 07, 2025 subject to approval of members in the 38<sup>th</sup> AGM.

#### I. Information about the Appointee

##### a) Background details:

Mr. Shivaprasad Srinivas is a mechanical engineer having diverse experience of over 32 years in functions encompassing end to end of design, development and manufacturing. He has been associated with Schneider group from last 15 years. He joined the Company as DGM Production in the year 2007. He has in depth manufacturing

knowledge and vast experience in Schneider group processes. He has enabled to transform the Company operations in terms of growth and process efficiency. He has also handled the functions such as IE, quality and strategic sourcing along with vendor development. Mr. Srinivas was acting as “Operations Head-Plant” in the Company during the period 2019 to 2020.

**b) Recognition or awards:**

- i) Gold award winner for design and development of MICRO DC Fxi.
- ii) Chief designer for creation of IMPress which was a path breaking enclosure in India.
- iii) In the year 2021 as a chief engineer design and developed I-Rack.
- iv) Possess huge technical knowledge in sheet metal engineering.
- v) A SME in design and manufacturing.

**c) Remuneration Proposed:**

The particulars of the terms of appointment and remuneration payable to Mr. Srinivas are as under and are within the limits specified under Schedule V read with Section 197 of the Act:

**i) Salary, Perquisites and Allowances per annum: (in INR)**

| Components  | Amount in INR   |
|---|---|
| Salary  | 52,11,936   |
| Target Short Term Incentive Plan (STIP)   | 10,50,288   |
| Additional Benefits Viz. Medical Reimbursement; Leave; Personal Accident/Medicaid Policy etc. | Covered under hospitalization insurance, group term life and accident insurance. Eligible for paid leave per Company policy |
| Amenities including fully Furnished Accommodation, car benefit                                | As per company Policies.  |

- ii) The perquisites and allowances, as aforesaid, may include, as per Company policy.
- iii) Increment in salary, perquisites and allowances and remuneration payables by way of incentive / bonus / performance linked incentive may be determined by the NRC and/or the Board, shall be in addition to the remuneration as per above.
- iv) It is clarified that any stock options (from Company or under group policy) granted / to be granted, from time to time, shall not be considered as a part of perquisites as per above, and that the perquisite value of stock options exercised shall be in addition to the remuneration.
- v) **Reimbursement of Expenses:** Expenses incurred for travelling, boarding and lodging during business trips and other expenses for Company’s business shall be reimbursed at actuals and not considered as perquisites.
- vi) **Retiral Benefits:** The Company’s contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration.
- vii) The amount of Short-Term Incentive Plan (STIP) is being calculated on Calendar year basis and to be paid as per Company’s Policy.
- viii) The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.
- ix) Mr. Shivaprasad Srinivas is eligible for appointment as Whole-Time Director and he fulfils all the conditions as specified in Part I of schedule V of the Act.

- x) The Whole-Time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and confirm to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Whole-Time Director will be under the overall authority of the Board of Directors.
- xi) The Whole-Time Director shall act in accordance with the Articles of Association of the Company and shall abide by Duties of Director as defined under Section 166 of the Act and Company's code of Conduct as defined in under Trust Charter (formerly known as Principle of Responsibility).
- xii) The office of the Whole-Time Director may be terminated by the Company or by him by giving notice as per Company Policy.

Pursuant to Section 197 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof (the Act) for the time being in force, in case of absence or inadequacy of profits, the minimum remuneration as stated above will be paid to Mr. Srinivas.

In case of a managerial person who is functioning in a professional capacity, the remuneration can be paid as per Schedule V, if such managerial person is not having any interest in the capital of the company or its holding company or any of its subsidiaries directly or indirectly or through any other statutory structures and not having any, direct or indirect interest or related to the directors or promoters of the company or its holding company or any of its subsidiaries at any time during the last two years before or on or after the date of appointment and possesses graduate level qualification with expertise and specialized knowledge in the field in which the company operates.

Mr. Shivaprasad Srinivas fulfils these conditions.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 190 of the Act.

Mr. Shivaprasad Srinivas is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given required disclosures and consent for his appointment as Director of the Company.

The Company has received a notice from a member in terms of Section 160 of the Act, signifying their intention to propose the candidature of the Mr. Srinivas for the office of Director of the Company.

Details pursuant to Secretarial Standard-II on General Meetings issued by the Institute of Company Secretaries of India, is attached as **Annexure-I**.

Except, Mr. Shivaprasad Srinivas, being the appointee, none of the Directors, Key Managerial Personnels of the Company and their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the 38<sup>th</sup> AGM.

The Board of Directors, accordingly, recommends the Special Resolution set out at Item No. 3 of the Notice for the approval of the Members.

#### ITEM NO. 4

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company have appointed Mr. Arnab Roy (DIN: 02522674) as an Additional Director in the capacity of Non-Executive Non-Independent Director of the Company with effect from April 01, 2022, liable to retire by rotation.

As an Additional Director, Mr. Arnab Roy, holds office till the date of this 38<sup>th</sup> AGM and is eligible for being appointed as a Non- Executive Director.

The Company has received a notice from a member in terms of Section 160 of the Act, signifying their intention to propose the candidature of the Mr. Roy for the office of Director of the Company.

Mr. Arnab Roy is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given required disclosures and consent for his appointment as Director of the Company.

Mr. Roy has been associated with the Group since March 2017 and holds aggregate professional experience of 25 years primarily with US, British and French MNC's in handling Finance, Accounts, Tax, Operations, Supply Chain, HR, IT, Admin & Regulatory Issues.

Mr. Roy has worked as CFO & Head of Operations for last 14 years with U.S. and European MNC's and was a member of country and APAC leadership team. He has done 5 P&L CFO roles over this period with organizations like Schneider, GE, Tyco Healthcare, G4S and Herbalife.

Mr. Roy is currently holding the position of CFO in Schneider Electric India Private Limited and holding the position of Director on the Board of Schneider Electric Infrastructure Limited, Listed Entity in addition to holding directorship in other private companies in the group.

Prior to Schneider, he was associated as CFO with South Asia of G4S Plc, a UK based company and Finance Transformation Director with a global responsibility, reporting to the Group CFO.

In his previous experiences, he has worked with:

- GE as Supply Chain CFO covering the manufacturing and sourcing portfolio of GE for all business with a P&L span of 2.2 Bn USD;
- Tyco Healthcare as CFO and Director Operations with a South Asia responsibility;
- Herbalife and Timken, a Tata Group Company.

Mr. Roy is an Economics Graduate and a Professional Accountant by qualification. He has also done an Executive MBA from IIM-Bangalore. He is also a certified Black Belt in Six Sigma from GE.

Your Board believes that induction of Mr. Arnab Roy on the Board will support in broadening the overall expertise of the Board.

Details pursuant to Secretarial Standard-II on General Meetings issued by the Institute of Company Secretaries of India, is attached as **Annexure-I**.

Except, Mr. Arnab Roy, being the appointee, none of the Directors, Key Managerial Personnels of the Company and their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the 38<sup>th</sup> AGM.

The Board of Directors, accordingly, recommends the Ordinary Resolution set out at Item No. 4 of the Notice for the approval of the Members.

#### ITEM NO. 5

On the recommendation of the Audit Committee, the Board of Directors at their Meeting held on May 21, 2022 approved the re-appointment of M/s. Rao, Murthy & Associates, Cost Accountants, Bengaluru (Firm Registration No. 000065) as the Cost Auditors to conduct the audit of the cost records of the Company for financial year 2022-23 at a remuneration of INR 1,10,000/- (Rupees One Lakh Ten Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice of the 38<sup>th</sup> AGM for ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2023.

None of the Directors, Key Managerial Personnels of the Company and their relatives are, in any way, concerned or interested financially or otherwise in the resolution set out at Item No. 5 of the accompanying Notice of the 38<sup>th</sup> AGM.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the Members.

#### ITEM NO. 6

Schneider Electric, at the group level has an Employee Stock Option Scheme called Worldwide Employee Share Ownership Plan ("WESOP") Scheme (the "Scheme") for its employees, whereby employees of the Schneider Group have the option to subscribe the shares of the Schneider Electric SE, France ("SE France"), the Ultimate Holding Company as employees of the group company.

The Scheme is available worldwide for Schneider Electric group employees. This evolution is due to Schneider Electric Group commitment to step up and to put an even greater part of your Company in the hands of its employees to inculcate a sense of participation in the fortunes of the Company.

SE France is Ultimate Holding Company of your Company. Accordingly, employees of your Company are also entitled to subscribe shares of SE France.

The Board of Directors of your Company in its meeting held on May 31, 2022 approved participation of employees of the Company including Directors and Key Managerial Personnels except Independent Directors and recommended the matter for approval of the Members, in compliance with the provisions of Section 67 of the Companies Act, 2013 ("the Act") and the rules made thereunder.

This scheme has been found to be very effective for retention of key talent and works in best interest of the Company. The salient feature of the scheme is available for inspection by the members electronically and shall remain open during the 38<sup>th</sup> AGM.

All the Directors and Key Managerial Personnels of the Company and their relatives except Independent Directors and their relatives are concerned or deemed to be interested in the resolutions as set out in Item No. 6 to the extent of the number of shares that may be acquired/ offered to them under the Scheme.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the Members.

By Order of the Board of Directors  
**For Schneider Electric President Systems Limited**

**Date:** May 31, 2022  
**Place:** Bengaluru

**Sapna Bhatia**  
**Company Secretary**  
**ACS-32349**

**Regd. Office:** Plot 5C/I,  
KIADB Industrial Area, Attibele,  
Bengaluru -562107, Karnataka



### Annexure-I

Information of Director(s) seeking appointment/re-appointment at this 38<sup>th</sup> AGM of the Company in accordance with the Companies Act, 2013 and Secretarial Standards, as on the date of Notice.

| Name of Director/<br>Particulars                | Mr. Srinivasa Narasimhan   | Mr. Shivaprasad Srinivas   | Mr. Arnab Roy   |
|---|--|--|---|
| Director Identification Number (DIN)            | 08488167   | 09530278   | 02522674  |
| Date of Birth (Age in Years)                    | March 30, 1978   | October 02, 1965   | August 28, 1978   |
| Date of First Appointment                       | March 03, 2020   | March 08, 2022   | April 01, 2022  |
| Expertise in specific functional area           | Driving Transformational Projects, Business Decision Support, setting up of Processes & Systems in New Businesses / Start-ups & Implementing Business Strategies | Expertise in Production, Tool design and manufacturing, Industrial engineering, Product engineering, Design and development of products and solutions, Product costing and cost management through VA & VE. Value creation and infrastructural upgradation of Plant etc. | Finance, Accounts, Tax, Operations, Supply Chain, HR, Information Technology, Admin & Regulatory Issues.  |
| Qualifications                                  | ACCA from Association of Chartered Certified Accountants, UK & CMA from the Institute of Cost Accountants of India   | BE (Mechanical Engineer)   | Economics Graduate and a Professional Accountant, Executive MBA from IIM-Bangalore and Certified Black Belt in Six Sigma from GE  |
| Experience                                      | 22 Years   | 32 Years   | 25 Years  |
| List of Companies in which Directorship is held | Schneider Electric IT Business India Private Limited   | None   | 1. Schneider Electric Infrastructure Limited<br>2. Energy Grid Automation Transformers and Switchgears India Private Limited<br>3. Schneider Electric Private Limited<br>4. Schneider Electric Solar India Private Limited<br>5. Schneider Electric Systems India Pvt Ltd<br>6. Spreading Happiness Indiya Foundation<br>7. Eurotherm India Private Limited |

|  |   |  |   |
|--|---|--|---|
| <b>Chairman/Member of Committee (s) of Board of Directors of Other Companies</b> | Schneider Electric IT Business India Private Limited: Bond Committee (Member) | None   | <ol style="list-style-type: none"> <li>Schneider Electric Infrastructure Limited <ul style="list-style-type: none"> <li>Audit Committee (Member)</li> <li>Finance and Banking Committee (Member)</li> <li>Stakeholders Relationship Committee (Member)</li> <li>Risk Management Committee (Member)</li> </ul> </li> <li>Schneider Electric Private Limited <ul style="list-style-type: none"> <li>Corporate Social Responsibility Committee (Member)</li> </ul> </li> </ol> |
| <b>No. of Shares held in the Company</b>   | NIL   | 41   | NIL   |
| <b>Relationship with Directors, Managers and Key Managerial Personnel</b>        | None  | None   | None  |
| <b>Terms and Conditions of Appointment/ Reappointment</b>                        | Appointed as Non-Executive Director   | As per Explanatory Statement of Notice of 38 <sup>th</sup> AGM | Appointed as Non-Executive Director   |
| <b>Remuneration sought to be paid/ last drawn</b>                                | NIL   |  | NIL   |
| <b>Number of Meetings of Board held/ attended during the year</b>                | 4   | 1 <sup>1</sup>   | 1 <sup>2</sup>  |

<sup>1</sup>Mr. Shivaprasad Srinivas was appointed as Whole-time Director w. e. f March 08, 2022 on the Board of the Company, Schneider Electric President Systems Limited at its Board meeting held on March 08, 2022 and the meeting was attended by him in the capacity of Director post his appointment from the even date.

<sup>2</sup>Mr. Arnab Roy was appointed as Additional Non-Executive Director effective from April 01, 2022 in the meeting of the Board of Directors held on March 08, 2022 and the meeting was attended by him in his capacity of proposed appointee-Director.